

**Edina Art Center Board Meeting
Meeting Minutes
City of Edina, Minnesota
Edina Art Center Studio 14
April 26, 2012
4:30 P.M.**

I. Call to Order

Mr. McCabe called the meeting to order at 4:43 p.m.

II. Roll Call

Members Present: Bill McCabe, Thomas Raeuchle, Barbara La Valleur, Kitty O'Dea, John Swon, Tara Mohtadi, Dana Lappin, Hafeed Bouassida and Colin Nelson

Members Absent: Marsha Buchok, Ray Meifert and Justin Moran

Staff Present: Michael Frey, Interim Director, Edina Art Center; Sandra Daulton Shaughnessy

Community Members Present: None

III. Approval of Meeting Agenda

Mr. McCabe noted the meeting agenda had been circulated and asked if there were requests for additions or changes. No additions to the agenda voiced. The agenda as stated is approved and will be followed.

IV. Adoption of Consent Agenda

A. Approval of Minutes

Chair McCabe asked if there were changes or corrections to the minutes of the Regular Meeting of March 22, 2012. No changes voiced. The minutes were approved as circulated.

V. Community Comment

None.

VI. Reports/Recommendations

A. Annual Meeting Elections

Chair McCabe stated he will have served two years as chair of the board and elections are coming up for chair and vice chair. He requested the elections be delayed until the June meeting.

Motion by Member Lappin and seconded by Member Swon to delay chair and vice chair elections for two months, until the June meeting.

Member Bouassida asked why a delay for two months. Chair McCabe replied that in two months his chair position will be a full two years. Member Bouassida asked what happens after two months and suggested a motion to do elections now and reelect Chair McCabe. Chair McCabe replied that he cannot be reelected, he is at term limits. Member La Valleur asked if the vice chair also serves two years. Mr. Frey replied the vice chair term is one year and they can serve for two terms. Chair McCabe stated that term limits were introduced for all City Boards and Commissions about four years ago. One previous Art Center board chair had served many years but left the board following the adoption of board member term limits. Officer term limits were introduced with the adoption of common bylaws this year.

Member Raeuchle stated he thought the idea of the bylaw process was that all boards would be on the same cycle and eventually sync up with city council appointing new people to boards, and the request was to then move that up because now people are appointed starting in March and elections of chairs was previously earlier. He added that at some point they may need to sync up with the April cycle. Mr. Frey replied that in the bylaws April is the month for elections and going forward interviews will be held earlier. Member Raeuchle noted that at some point there will be a shorter term in order to sync. Member La Valleur asked if anybody is interested in being chair or vice chair. Chair McCabe stated that in reviewing old minutes it suggested that anyone interested in one of these positions make a brief oral statement.

Ayes: Bill McCabe, Thomas Raeuchle, Barbara La Valleur, Kitty O'Dea, John Swon, Dana Lappin, Hafed Bouassida and Colin Nelson. Motion carried.

B. Art Center Bylaws

Chair McCabe stated the bylaws require minor changes as Mr. Frey sent out earlier today, as follows.

- All of the language under *Section 4: Quorum* will be eliminated and replaced with "Refer to section 1500.07 of the City Code." Since the uniform bylaws were drafted, the Council approved a change to the City Code regarding quorums that renders the need for language in the bylaws unnecessary. The City Code now reads "A simple majority of voting members, appointed and serving, shall constitute quorum for any regular or special meeting. If a quorum is not established or maintained during the course of a meeting, no votes on board or commission business may be taken except a motion to adjourn or recess".
- Under *Section 7: Appointments and Chair Assignments* add sentence "A temporary Committee Chair will be appointed by the (insert Board/Commission name) at the time of Committee formation."

Motion by Member Raeuchle and seconded by Member La Valleur to approve the unified bylaws with the proposed edits to Section 4 and Section 7.

Member O'Dea asked in reading the changes does that mean if a member has to leave a meeting early the board cannot do any business. Member Bouassida stated he had a problem with the language because it states majority on one side and quorum on the other. Chair McCabe replied that clarification is important and suggested the board vote down the motion and ask for clarification.

Ayes: None. Bill McCabe, Thomas Raeuchle, Barbara La Valleur, Kitty O'Dea, John Swon, Dana Lappin, Hafed Bouassida and Colin Nelson opposed. Motion failed.

C. Members' Juried Show

Chair McCabe stated movement is needed for the show. Mr. Frey stated Renee Usem was chair last year and started the ball rolling in February; this year it was started a bit late. He added they would like to have a chair. Member O'Dea asked when is the show. Mr. Frey replied September 27 through late October. Chair McCabe stated that once he is not chair of this board he would be happy to assist. Everyone agreed September is a busy month. Member O'Dea asked what is the job requirements. Mr. Frey replied most of the work is staff responsibility, mainly a lot of fundraising is done and the chair is responsible for putting together the program. They used to meet every week starting in March and now meet once every two weeks. Member Swon asked if the chair has to be someone on the board. Chair McCabe replied no, but it is a committee of the board so the show needs board representation.

Chair McCabe asked if there were any other active volunteers. Mr. Frey replied he talked to Ruth Valgema yesterday and she is leading the 125th anniversary this year. Heather Randall King, who is a previous board member, is willing to participate, too. Member Lappin added if the show has a very strong committee they can take a big part of the lead. Member Raeuchle suggested the committee elect the chair. Member O'Dea asked if there is a roadmap to which Member Lappin replied no. Chair McCabe added they can look at last year. Mr. Frey noted they have a good core of volunteers.

Chair McCabe asked if the art work is brought in a week before the show. Mr. Frey replied it is usually two weeks before to allow for judging.

Chair McCabe stated he will call a meeting of the Juried Show within the next two weeks. Member Lappin requested that at the first meeting everyone be honest what they can put in for time because certain times need more help than others. She added that the actual opening of the show is board sponsored so everyone comes; it's on a Thursday night. Chair McCabe asked if any other day of the week is better or worse to schedule the meeting. Member Lappin suggested he do MeetingWizard for a few days and see the response. Mr. Frey noted that last year the meetings were held on Tuesdays from 12:30 pm to 1 pm. Member La Valleur stated the art opening is on the same day as the board meeting. Mr. Frey replied they may not have or may have an abbreviated meeting that night.

D. Teen Show Report – Student Board Representatives

Member Mohtadi reported that the show was held on March 1 and went well. There were about 10 people there at one time throughout the three hour show. There were some high school students doing live music. Nicole Mills-Novoa gave awards to the top three picked. Students who participated in the show were happy with how it turned out.

Member O'Dea asked if there were any suggestions for next year. Member Mohtadi replied they need to start earlier; they started in January this year and there was a problem in the end getting all of the art together. She added they would rather have had volunteer participant art instead of just taking from the high school. Member O'Dea asked if the show was promoted well at the high school. Member Mohtadi replied there has been a change in school policy and they cannot have announcements about outside activities so they couldn't advertise for the show. Although they promoted the show on Facebook and sent postcards less people knew about it. Member O'Dea stated Jenny Norlan might be able to assist as there is no outside money being made; it's more of a service. Mr. Frey suggested Member Ray Meifert, who has good connections with the schools, and noted he has a meeting set up with him to talk details.

Mr. Frey stated the show is not a huge money maker; they made just over \$100. It is really a partnership venture so the thought is to maybe expand it to the Edina schools. Member La Valleur stated she recently attended the Hopkins show, grades 1 through 12, and it was amazing, so she would be in favor of expanding.

Chair McCabe asked if Member Mohtadi is a junior this year, to which she replied yes. Mr. Frey stated students have a one year term representation but thought she could reapply. Member Mohtadi replied she believes she can serve two one-year terms and could reapply in May.

E. Edina Public Art Committee

Member La Valleur stated she did not send out a report but will next time. They have chosen 11 sculptures; fun and exciting pieces. They have simplified the ballot this year to make it easy; you now vote for your favorite instead of ranking them, which was confusing causing some ballots to be disqualified. Ms. Ring, Mr. McCabe and Mr. Frey reworked the artist contracts and Mr. Frey did a good job and clarified some things in the contract to make it easier to understand. Mr. Frey noted all contracts have been received except one.

Member La Valleur stated art installation starts mid-May for 50th & France, and the ones on Grandview Square and The Promenade start placement the first week of June. Photos are being taken of the installation process for the book.

Member La Valleur noted the artist reception is June 20th at 5 pm at Pinstripes. They would like to get as many artists there as possible and their art will be on display at the reception. She added that Pinstripes does a great job supporting EPAC. Next month invitations will be done. They will have a slide show of all the sculptures at three different locations and she encouraged the board to visit these sites before the reception. Member Raeuchle suggested having signage at the reception or before as last year several people couldn't find the sites from Pinstripes. Member La Valleur replied they will take that into consideration. She stated although she didn't bring any with to show tonight, they have new little map cards. Member Lappin added the cards show Pinstripes and where the sculptures are.

Member La Valleur stated Chip Jones resigned due to new employment status so if anyone has someone in mind that would like to be on the committee please let Mr. Frey know. Member Bouassida asked if members could be from outside to which Member La Valleur replied yes and added most committee members are not on this board.

F. Membership

Member Lappin stated that at the presentation she made with Phil Johnson at the Brookside Senior Living at Edinborough Park. It was thought there would be about 35 people, there was a great group of 10 and all took membership packets. She followed up with the Events Coordinator and talked about classes seniors like to take. She added the bus takes and drops them off when they want. A lot of times they like to buy gifts so she talked about summer camps for their kids.

Member Lappin stated 22 new members signed up and there were 18 renewals. She indicated they got the idea last year while going out speaking to people to this year make business cards with the center logo on them, which they passed out with membership statements. She added there is a new copy of the brochure with new groups added that were not there last year. Member O'Dea asked to give board member 5-6 copies to which Member Lappin replied she will bring to the next meeting.

Member Lappin stated the next gallery show opening is May 17, which is the annual Garden Art Show & Sale, and she is looking for one more volunteer for opening night. She added this is where the community kids can come in and make seeds balls and when it rains the seeds sprout. Member O'Dea replied she will volunteer. Member Lappin stated she would like to thank Ann for putting the show together and Kay Gritton and Sandra Shaughnessy for helping with this one.

Member Lappin asked members to let her know if there are any other ideas for new members, adding she would be happy to come speak to groups. She stated others are helping her try and get into Edina Morningside and The Edina Women's Federated group.

Member Raeuchle asked how many memberships expired during the same period of new members and renewals. Member Lappin replied that in April they were averaging about 60-70 expired. Mr. Frey stated there were 51

expirations. Member Bouassida asked if that was in one month to which Member Lappin replied yes and added she noticed a ton from last October and August are already sending in renewals and several people from last fall started returning. Member Raeuchle stated this still means a net loss of numbers. Member Lappin replied she hasn't gone back to check the numbers and is still getting some in. Member Raeuchle noted that now that they are keeping track of memberships this should help keep track of expirations so they can see trends and asked if expirations could be added as a line item next time.

G. Arts & Culture Working Group – Art in Edina

Chair McCabe stated they met again and had a good turnout – 19 the first time and 15 the second. He would characterize the group as still trying to figure themselves out, that there are still a number of questions such as who are we working for, the art center or the city and what message should we be bringing. Member La Valleur asked when the next meeting is. Chair McCabe replied May 10.

Member Raeuchle stated they need help with publicity, getting the word out, and probably need to work on some sort of statement of purpose so they can say what they're all about. He added at the last meeting people were a bit confused. It took some time to get around what it is all about, but this is part of the process because they didn't start out with a formal statement. Member La Valleur asked if they were going to do that, to which Member Raeuchle replied yes. Chair McCabe stated they have to talk with the group, which has some regulars now, to discuss a meeting day that works for everyone.

Member O'Dea stated she received a letter forwarded from Shannon Ingham. Mr. Frey replied Shannon has been in talks with Member Swon with the idea to bring the Minnesota Museum of Art artwork to Edina because they have all their artwork in storage. Member Swon replied that it would be great if we had gallery space here in Edina. Member La Valleur stated that at the meeting, some artists present discussed the lack of space for artists to show their work in Edina. Mr. Frey stated Shannon Ingham's e-mail is in response to the Working Group asking for everyone to throw out any ideas.

Member Bouassida stated he feels some fatigue might happen and they may have less people next time and asked if the city could do some advertising. Mr. Frey replied they should try to get in the Sun Current. Member Swon stated the problem will be discussed at the Thursday meeting. Member O'Dea suggested the Edina Patch is timelier. Member Raeuchle suggested to write a three paragraph summary on what happened so far and what they are trying to do. Member La Valleur stated she is currently doing a blog for the Edina Patch and she will add this. She asked if someone is sending to the mailing list. Mr. Frey replied yes, he sent it out on City Extra and to the Art Center mailing list. Member O'Dea suggested they put up flyers and offered to put them up.

H. Edina Art Center RFP/Consultant

Mr. Frey stated there are extra copies of the RFP on the front table and noted it is in its final revision. The last revision was sent out yesterday. In the fourth revision staff took the survey results Member O'Dea put together, along with input from board and staff members and council and changed the order of items. Ms. Lappin, Mr. Raeuchle, Mr. McCabe, John Keprios, Ann Kattreh and Mr. Frey met on Monday, April 23 with consultants to get their input, if anything was left out or if there were things that still needed to be asked.

George Sutton commented he thought that based on the way the Edina Art Center was affiliated with the city, the center has an ideal situation and this is not something they want to change with a 501(c)(3). Mr. Frey noted the 501(c)(3) question arose from city council conversation and they asked if the center should change organization status. Responses are needed back by May 11 and at that time proposals will be reviewed and a consultant selected and sent to council for approval. An ideal price would be between \$20,000 to \$25,000 so Sutton needs to come down from their \$45,000 price and come into the ballpark. He noted Sutton asked great questions, they have the experience and were smart to bring in a legal person to answer a lot of the legal questions.

Mr. Frey stated the board will meet in May and have an opportunity to review the new proposals; the consultant selection committee will meet again and make a selection. The matter is on the June 5th city council agenda where the council will give final approval. The process should then start sometime in the middle of June with final comments made sometime around the end of August.

Member O'Dea noted that in general it looks like some of the market analysis has been taken out. Mr. Frey replied yes, it has been simplified. Member Raeuchle stated they had lengthy discussions with both consultants because the board felt there were big marketing issues. The consultant stated that marketing may not be the big issue, that maybe the issues are what is the product they are trying to market and who are they trying to market to so it might be more important to understand this than the mechanics of it. Member O'Dea agreed with the synopsis and asked if there were any other major changes without comparing side by side. Mr. Frey replied the survey results were listed in order of key priorities and Sutton suggested removing the priority list and looking at comparative analysis and benchmarks first to get an idea of where they are at currently, then look at other things.

Member O'Dea stated she was surprised the consultant gave a basis for 501(c)(3) without an analysis. Member Lappin replied the only change would be for fundraising. Member Raeuchle stated it is ideal for the Art Center to try and keep its current situation because the center gets \$200,000 to \$250,000 from the city and if the Art Center was a 501(c)(3) it would have to do its own fundraising. Mr. Frey replied it is a guaranteed source of fundraising but prohibits them from receiving grants et al. Member O'Dea stated she is concerned, noting the assignment is not what is best for the Art Center but should be what is best for the community. Member Raeuchle stated in the end it doesn't matter whether they are a 501(c)(3) or in their current organization form, there needs to be outside funds coming in and if they become a 501(c)(3) someone needs to take on that job, they would need to replace the city's funding or close up shop. He noted there seems to be a bit of perception on the part of the city that 501(c)(3) will solve all the financial issues while Sutton indicates it won't.

Member Bouassida stated he is concerned about the 501(c)(3) and didn't know it was on the table, that the city was proposing it, and that it should be a result of this study. Mr. Frey replied it is a part of the study and that city council asked the question. Sutton weighed in casually as an opinion going forward and no decision has been made whatsoever. Member Bouassida stated this is a huge discussion that has to be undertaken at some point and he is hoping a radical decision is not made. Member Raeuchle replied that is why Sutton was asked and added the city may be looking for ways to limit financial exposure. Chair McCabe stated we need to wait and see and that he thinks it will be fairly evaluated. He added Sutton has more experience setting up a 501(c)(3) and knows all about it. Member O'Dea stated no options should be removed from the table without consideration. Member Lappin assured all will be reviewed. Member Bouassida requested to know what happens after the proposal. Mr. Frey replied they will all meet again to discuss the two proposals and make a selection. Member Raeuchle suggested the analysis be presented at the next board meeting and as a board they can make a recommendation to city council. Mr. Frey replied staff has taken that into consideration and that is why it is not on the council agenda until June.

I. Ways & Means Committee

Chair McCabe stated the committee met today before this meeting to review prospects and to compare their list to the Juried Show list. Member Swon stated they will send this list out. Chair McCabe stated this might be valuable as members might know people on the list. Member Raeuchle stated any contact should go through Member Swon. Chair McCabe stated there should be no overlap; they don't want to ask for money twice. The committee approved Member La Vallée's request to approach Microsoft about either funding a sculpture for EPAC or making a donation to EAC.

VII. Correspondence and Petitions

Chair McCabe asked if there were any correspondence or petitions. He stated he already shared the correspondence from Shannon Ingham. Also, Karen Kurt sent a note which was the motion the board already dealt with.

VIII. Chair and Board Member Comments

Member Raeuchle stated that at the last city council meeting council unanimously approved the Grandview District framework, which is essentially the beginning of a plan for redevelopment of the old public works site. The framework contains a placeholder for a community space and community building. At the council meeting Council Members Swenson and Sprague recommended mechanisms for moving forward, including handing it over to the Park Board. He noted the need to make sure the Art Center Board is represented in that process. He suggested bringing forward a motion that the Art Center Board be included in any working groups that relate to planning of this community building.

Motion by Member Raeuchle and seconded by Member La Vallée the Art Center Board be represented in any working groups as they relate to planning for the community commons/community building aspect of the Grandview District framework.

Ayes: Bill McCabe, Thomas Raeuchle, Barbara La Vallée, Kitty O'Dea, John Swon, Dana Lappin, Hafed Bouassida and Colin Nelson. Motion carried.

Member La Vallée stated they sold out of sculpture books, all 30 copies, and at the next EPAC meeting they will decide if they will order more. She added it will be at least October before a new version is printed.

Member Lapping reminded members about the Garden Art Show & Sale. Member O'Dea stated Edina Garden Council is having their annual plant sale on May 15 and that it might be nice to have our Garden Art Show postcards at the sale. Member Lapping said the Garden Council already has our postcards. Mr. Frey stated that for any leftover plants, the Garden Council will have organizations take leftover plants. The Art Center is on the list to receive some plants. Mrs. Shaughnessy stated the Garden-Council said they would put Art Center Garden Show cards in the bags.

IX. Staff Comments

A. Interim Director Report

Mr. Frey introduced the recording secretary Cheryl Felix.

Mr. Frey stated that based upon Member Swon's request for a quarterly report the handout now includes these numbers. Last year revenue was down more than \$20,000 year-over-year after the first quarter and this year for the same time period revenue is down \$4,422 year-over-year.

Mr. Frey noted a concern is spring class registration, which is way down. There are a lot of classes coming up in May that people haven't yet signed up for. Member O'Dea asked if Mr. Frey's painting class is still full. Mr. Frey replied yes, the class he previously taught was still full, and added spring has fewer registrations while fall, winter and summer are heavy.

Member Raeuchle asked the definition of change in net numbers, if it is against budget. Mr. Frey replied yes. Member Raeuchle stated they are behind. Member O'Dea commented they are doing better year-over-year. Mr. Frey replied they are still in the red versus budget. He added 2011 doesn't include the Edina store revenue, which is listed on the lines below. He requested members review and ask any questions.

X. Adjournment

The meeting was adjourned by the Chair at 5:54 p.m.